

AFFINITY NETWORK INCORPORATED

d/b/a HorizonOne Communications
d/b/a QuantumLink Communications
d/b/a VoIP Communications
d/b/a Optic Communications

P.S.C. Ky. No. 3
Sixty Third Revised Page 2
Cancels Sixty Second Revised Page 2

CHECK SHEET

The Title Page and Pages 1 to 121, inclusive, of this tariff are effective as of the date shown. Original and revised pages, as named below, contain all changes from the original tariff that are in effect on the date thereon, except as otherwise noted.

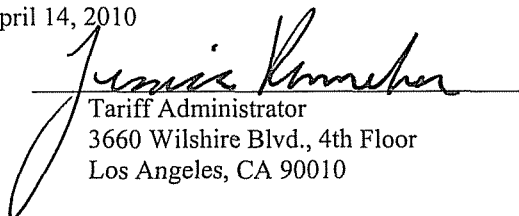
PAGE	REVISION NUMBER	PAGE	REVISION NUMBER	PAGE	REVISION NUMBER
1	Sixth Revised	18.1	Fifth Revised	29.8	Fourth Revised
2	Sixty Third Revised*	18.2	Third Revised	29.9	Fourth Revised
2.1	Twenty Fourth Revised*	19	Sixth Revised	29.10	Fourth Revised
3	Third Revised	19.1	Third Revised	29.11	Fourth Revised
4	Eighth Revised	19.2	Third Revised	29.12	Fourth Revised
5	Fifth Revised	19.3	Third Revised	29.13	Third Revised
6	Fifth Revised	19.4	Third Revised	29.14	Third Revised
7	Fourth Revised	19.5	Third Revised	29.15	Third Revised
8	Second Revised	19.6	Third Revised	29.16	Second Revised
9	Second Revised	20	Second Revised	30	Twenty Fifth Revised*
10	Second Revised	21	Third Revised	31	Tenth Revised
11	Second Revised	21.1	Thirty Seventh Revised*	32	Eighth Revised
12	Third Revised	21.2	Third Revised	33	Eleventh Revised
13	Third Revised	21.3	Second Revised	33.1	Twelfth Revised
14	Third Revised	21.4	Second Revised	33.2	Third Revised
15	Third Revised	22	Fourth Revised	34	Sixth Revised
15.1	Second Revised	23	Fourth Revised	35	Fifth Revised
15.2	Second Revised	24	Fourth Revised	36	Sixth Revised
15.3	Second Revised	25	Fifth Revised	37	Fifth Revised
15.4	Second Revised	26	Fifth Revised	38	Sixth Revised
15.5	Second Revised	27	Seventh Revised	39	Seventh Revised
15.6	Second Revised	27.1	Fourteenth Revised	39.1	Third Revised
15.7	Second Revised	27.1.1	Third Revised	39.2	Second Revised
15.7.1	Second Revised	27.2	Twelfth Revised	39.3	Second Revised
15.7.2	Second Revised	27.2.1	Tenth Revised	39.4	Second Revised
15.8	Third Revised	27.3	Fifth Revised	39.5	Second Revised
15.9	Fourth Revised	27.4	Second Revised	40	Third Revised
16	Second Revised	27.4.1	Second Revised	40.1	Second Revised
17	Fourth Revised	27.5	Third Revised	41	Fourth Revised
17.1	Third Revised	28	Second Revised	42	Fifth Revised
18	Sixth Revised	29	Ninth Revised	42.1	Second Revised
18.0	Second Revised	29.1	Fifth Revised	43	Eleventh Revised
18.0.1	Second Revised	29.1.1	Second Revised	44	Seventh Revised
18.0.2	Second Revised	29.2	Third Revised	45	Thirteenth Revised
18.0.3	Second Revised	29.3	Third Revised	45.1	Third Revised
18.0.4	Second Revised	29.4	Third Revised	45.1.1	Second Revised
18.0.5	Second Revised	29.5	Fourth Revised	45.2	Second Revised
18.0.6	Second Revised	29.6	Fourth Revised	46	Thirty Fourth Revised*
18.0.7	Second Revised	29.7	Fourth Revised	47	Fifth Revised
18.0.8	Second Revised	29.7.1	Third Revised	48	Third Revised
18.0.9	Second Revised	29.7.2	Third Revised	49	Third Revised

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Twenty Fourth Revised Page 2.1
Cancels Twenty Third Revised Page 2.1

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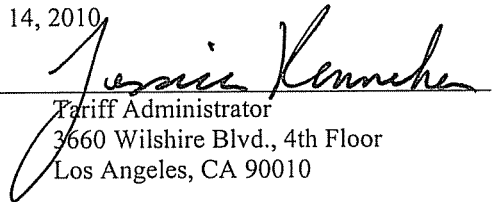
PAGE	REVISION NUMBER	PAGE	REVISION NUMBER	PAGE	REVISION NUMBER
50	Third Revised	84	Original Page		
51	Second Revised	85	Original Page		
52	Second Revised	86	First Revised		
53	Second Revised	87	Original Page		
54	Second Revised	88	Original Page		
55	Third Revised	89	Original Page		
56	Third Revised	90	Original Page		
57	Third Revised	91	Original Page		
57.1	Second Revised	92	Original Page		
57.2	Second Revised	93	Original Page		
58	Third Revised	94	Original Page		
59	Third Revised	95	Original Page		
60	Third Revised	96	Original Page		
61	Third Revised	97	Original Page		
62	Third Revised	98	Original Page		
63	Second Revised	99	Original Page		
64	Second Revised	100	Original Page		
65	Fourth Revised	101	Original Page		
66	Third Revised	102	Original Page		
67	Second Revised	103	Original Page		
68	Original Page	104	Original Page		
69	Original Page	105	Original Page		
70	Original Page	106	Original Page		
71	Original Page	107	Original Page		
72	Second Revised	108	Original Page		
73	First Revised	109	Original Page		
74	Seventeenth Revised*	110	Original Page		
74.1	Original Page	111	Original Page		
75	Original Page	112	Ninth Revised*		
76	Original Page	113	Original Page		
77	Original Page	114	Original Page		
74	Original Page	115	Original Page		
75	Original Page	116	Original Page		
76	Original Page	117	Original Page		
77	Original Page	118	Original Page		
78	Original Page	119	Original Page		
78	Original Page	120	Original Page		
79	Original Page	121	Original Page		
80	Original Page				
81	Original Page				
82	Original Page				
83	Original Page				

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SECTION 3 - EXPLANATION OF RATES (Cont'd)**3.5 Freedom Plans**

Subject to Section 6.1 following, carrier offers services under its Freedom Plan 2000 and Freedom Plan for Business Users (collectively, the "Freedom Plans") based on the Rate Plans and categories as specified following. Rates are graduated as shown in Table 1 following, higher to lower, that is, Rate Category I for the Cairo 2 Rate Plan contains Carrier's lowest offered rates and Rate Category XI for the Basic Q Rate Plan contains Carrier's top rates.

Table 1

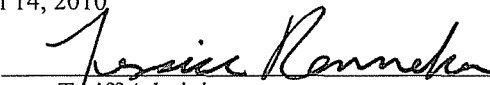
Rate Plan	Rate Category
Basic Q	XI
Classic Q	X
Classic 2	IX
Classic 1	VIII
Universal	VII
Prime 2	VI
Prime 1	V
Super 1	IV
Super 2	III
Cairo 1	II
Cairo 2	I

- 3.5.1** Any Rate Category I-IX customers in service on or before January 15, 2010, whose services are not part of an unexpired term plan or usage rate guarantee, and which have not experienced a rate category change during the previous three consecutive invoices, shall have their rates adjusted upward by two Rate Categories, effective for all calls on or after April 15, 2010, that are reflected on invoices rendered on or after May 15, 2010. (C/I)
- 3.5.2** Any Rate Category X customers in service on or before January 15, 2010, whose services are not part of an unexpired term plan or usage rate guarantee, and which have not experienced a rate category change during the previous three consecutive invoices, shall have their rates adjusted to Rate Category XI, effective for all calls on or after April 15, 2010, that are reflected on invoices rendered on or after May 15, 2010. (C/I)
- 3.5.3** **Reserved for Future Use.**

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SECTION 6
PROMOTIONS, SPECIAL SERVICE OFFERINGS AND TELECOMPETITIVE SERVICE OFFERINGS

6.8 Freedom Plan Plus (FPP)

Customers who qualify as either a "winback" or "save" under Telecompetitive Service Offerings ("TSO's"), and who Company determines that but for the availability of an alternative rate plan structure, Company would not be able to retain ("save"), or will not be able to winback a prior customer already having switched its services to another carrier ("winback"), may be offered Freedom Plan Plus. The Freedom Plan Plus telecompetitive service offering, whenever added to a customers calling plan, is limited in duration to six consecutive invoices once initiated.

Freedom Plan Plus customers' accounts are subject to ninety-six (96) second Minimum Call Units (MCU's) and Incremental Call Units (ICU's), with rounding to the next full ninety-six (96) second increment thereafter, unless subject to other rounding methodology under a telecompetitive service offer. However, Customers under Freedom Plan Plus receive a waiver of Equivalent Call Units (ECU's). That is, Customers under Freedom Plan Plus are charged, on a per-call basis, for the duration of a call only.

All conditions applicable to Freedom Plan customers must be satisfied in order for a customer to qualify for Freedom Plan Plus. A Customer under Freedom Plan Plus shall be billed at Freedom Plan Rates for Freedom Plan Services, as determined by the Customer's applicable Freedom Plan Rate Category. However, Freedom Plan Plus Customers' accounts must have an applicable Freedom Plan Rate Category which corresponds to a call unit rate of \$0.109 or higher. Freedom Plan customers who select Freedom Plan Plus, whose accounts are subject to a Freedom Plan Rate Category which corresponds to a lower call unit rate than \$0.109 will have their Rate Category adjusted upward to a Rate Category corresponding to a call unit rate of \$0.109 or higher. The same promotions and incentives available to other Freedom Plan customers are available to Freedom Plan Plus customers, subject to the same qualifications and other requirements applicable to other Freedom Plan customers for those promotions or incentives.

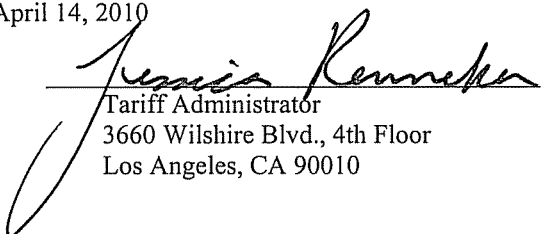
As of October 1, 2003, any Customer who has had the Freedom Plan Plus service offering active on their account for six or more consecutive invoices shall have this offering removed from their calling plan.

All Freedom Plan Plus customers in service on or before January 15, 2010, whose services are not part of an unexpired term plan or usage rate guarantee, and which have not experienced a rate category change during the previous three consecutive invoices, shall have their rates adjusted upward by two Rate Categories or to the highest available rate category, whichever is lower, effective for all calls on or after April 15, 2010, that are reflected on invoices rendered on or after May 15, 2010. (I)

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9.0 - HorizonOne Communications Plan (Cont'd)**9.1 HorizonOne Communications Plan (Cont'd)**

- 9.1.8** Carrier offers services under this Section 9 based on the Rate Plans and categories as specified following. Rates are graduated as shown in Table 1 following, higher to lower, that is, Rate Category I for the Cairo 2 Rate Plan contains Carrier's lowest offered rates and Rate Category XI for the Basic Q Rate Plan contains Carrier's top rates.

Table 1

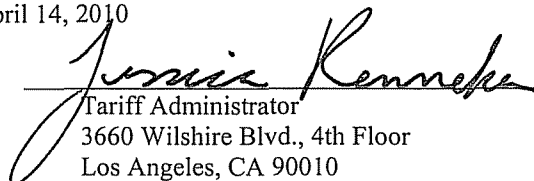
Rate Plan	Rate Category
Basic Q	XI
Classic Q	X
Classic 2	IX
Classic 1	VIII
Universal	VII
Prime 2	VI
Prime 1	V
Super 1	IV
Super 2	III
Cairo 1	II
Cairo 2	I

- 9.1.8.1** Any Rate Category I-IX customers in service on or before January 15, 2010, whose services are not part of an unexpired term plan or usage rate guarantee, and which have not experienced a rate category change during the previous three consecutive invoices, shall have their rates adjusted upward by two Rate Categories, effective for all calls on or after April 15, 2010, that are reflected on invoices rendered on or after May 15, 2010. (C/I)
- 9.1.8.2** Any Rate Category X customers in service on or before January 15, 2010, whose services are not part of an unexpired term plan or usage rate guarantee, and which have not experienced a rate category change during the previous three consecutive invoices, shall have their rates adjusted to Rate Category XI, effective for all calls on or after April 15, 2010, that are reflected on invoices rendered on or after May 15, 2010. (C/I)
- 9.1.8.3** Reserved for Future Use.

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10.0 - QUANTUMLINK COMMUNICATIONS PLAN (Cont'd)**10.2 QuantumLink Communications Service Plans (Cont'd)**

- 10.2.3** Carrier offers service based on the Rate Plans and categories as specified following. Rates are graduated as shown in Table 1 following, higher to lower, that is, Rate Category 1 for the QLC XI Rate Plan contains Carrier's lowest offered rates and Rate Category 11 for the QLC I Rate Plan containing Carrier's top rates.

Table 1

Rate Plan	Rate Category
QLC I	11
QLC II	10
QLC III	9
QLC IV	8
QLC V	7
QLC VI	6
QLC VII	5
QLC VIII	4
QLC IX	3
QLC X	2
QLC XI	1

- 10.2.3.1** Any Rate Category 1-9 customers in service on or before January 15, 2010, whose services are not part of an unexpired term plan or usage rate guarantee, and which have not experienced a rate category change during the previous three consecutive invoices, shall have their rates adjusted upward by two Rate Categories, effective for all calls on or after April 15, 2010, that are reflected on invoices rendered on or after May 15, 2010.

(C/I)

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(C/I)

- 10.2.3.2** Any Rate Category 10 customers in service on or before January 15, 2010, whose services are not part of an unexpired term plan or usage rate guarantee, and which have not experienced a rate category change during the previous three consecutive invoices, shall have their rates adjusted to Rate Category 11, effective for all calls on or after April 15, 2010, that are reflected on invoices rendered on or after May 15, 2010.

(C/I)

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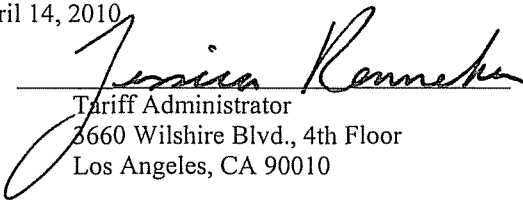
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11.0 - VOIP COMMUNICATIONS PLAN

11.1 VOIP COMMUNICATIONS - DESCRIPTION OF SERVICES

11.1.1 Services & Rates

The Company's VOIP Communications' service plan offers switched outbound and inbound service to business subscribers. All services under this Section are offered pursuant to the provisions of Sections 1 through 4 preceding and in conjunction with the Company's interstate services. All rate categories require varying minimum monthly usage. All calls under this plan are subject to an eighteen (18) second minimum and billed in six (6) second increments. Carrier offers services under this tariff based on the Rate Plans and Rate Categories as specified in Table 1.

Table 1

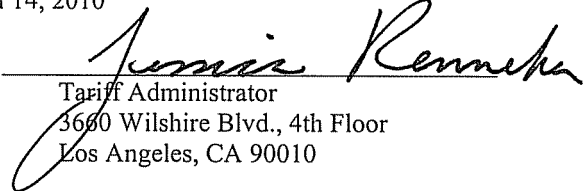
Rate Category	Rate Plan	Call Unit Rate	18 Second Minimum Call Unit or Fraction	6 Second Incremental Call Unit or Fraction	Required Minimum Monthly Intrastate Usage
VI	VOIP 6	\$0.079	\$0.0237	\$0.0079	\$0.00
V	VOIP 5	\$0.069	\$0.0207	\$0.0069	\$25.00
IV	VOIP 4	\$0.059	\$0.0177	\$0.0059	\$50.00
III	VOIP 3	\$0.049	\$0.0147	\$0.0049	\$100.00
II	VOIP 2	\$0.039	\$0.0117	\$0.0039	\$125.00
I	VOIP 1	\$0.029	\$0.087	\$0.0029	\$150.00

- A. Any Rate Category I-IV customers in service on or before January 15, 2010, whose services are not part of an unexpired term plan or usage rate guarantee, and which have not experienced a rate category change during the previous three consecutive invoices, shall have their rates adjusted upward by two Rate Categories, effective for all calls on or after April 15, 2010, that are reflected on invoices rendered on or after May 15, 2010. (C/I)
- B. Any Rate Category V customers in service on or before January 15, 2010, whose services are not part of an unexpired term plan or usage rate guarantee, and which have not experienced a rate category change during the previous three consecutive invoices, shall have their rates adjusted to Rate Category VI, effective for all calls on or after April 15, 2010, that are reflected on invoices rendered on or after May 15, 2010. (C/I)

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